

THE EXCHANGE HAS NEITHER APPROVED NOR DISAPPROVED THE INFORMATION CONTAINED IN THIS FILING STATEMENT, WHICH IS A REPRODUCTION OF THE ORIGINAL FILED WITH THE EXCHANGE BY THE COMPANY AND IS ISSUED FOR INFORMATION PURPOSES ONLY. THIS FILING STATEMENT IS NOT TO BE REPRODUCED IN WHOLE OR IN PART WITHOUT THE WRITTEN APPROVAL OF THE TORONTO STOCK EXCHANGE.

TORONTO STOCK EXCHANGE

FILING STATEMENT No. 866.
FILED, JANUARY 24th. 1963.

WERNER LAKE NICKEL MINES LIMITED

Full corporate name of Company
Incorporated under Part IV of the Corporations Act, 1953 (Ontario) by
Letters Patent dated November 19th, 1954 and Supplementary Letters
Particulars of incorporation (e.g., Incorporated under Part IV of the Corporations Act, 1953 Patent dated
(Ontario) by Letters Patent dated May 1st, 1957). August 23, 1962

FILING STATEMENT Reference is made to previous Filing Statement No. 681.

(To be filed with respect to any material change in a company's affairs, including among other things, an underwriting and option agreement, an issue of shares for property and a proposed re-organization.)

| | |
|--|--|
| 1. Brief statement of the material change in the affairs of the company in respect of which this statement is filed. | Underwriting on 200,000 shares of the Company at a price of 15 cents per share and the granting of options on an additional 800,000 shares, all as set out in Item 6 hereof. |
| 2. Head office address and any other office address. | Suite 300, 185 Bay Street, Toronto 1, Ontario. |
| 3. Names, addresses and chief occupations for the past five years of present or proposed officers and directors. | President & Director - R.C.C.Henson, 17 Chestnut Park Road, Toronto, Ontario, Stockbroker Vice-President & Director - George D.Clarke, 20 Burnhamthorpe Park, Islington, Ontario, Executive Secretary-Treasurer & Director - George E.Kennedy, 22 Bessborough Dr., Toronto, Ontario, Executive Director - L.M.Bull, 48 Maple Avenue, Oakville, Ontario, Engineer Director - Evan T.Donaldson, 224 St.George St. Toronto, Ontario, Prospector and Executive Director - C.L.Hershman, 16 Wellington St.W., Toronto, Ontario, Engineer Director - Dr.J.C.T.Sihler, Simcoe, Ontario, Physician |
| 4. Share capitalization showing authorized and issued and outstanding capital. | Authorized - 7,500,000 shares par value \$1.00 Issued and Outstanding- 4,751,672 shares par value \$1.00 |
| 5. Particulars in respect of any bonds, debentures, notes, mortgages, charges, liens or hypothecations outstanding. | None |
| 6. Details of any treasury shares or other securities now the subject of any underwriting, sale or option agreement or of any proposed underwriting, sale or option agreement. | By Agreement dated January 18th, 1963 between the Company and S.J. Brooks and Co., 185 Bay Street, Toronto, Ontario, as underwriter acting as agent only for the following clients, Inter-Commonwealth Industries Limited as to a 50% interest, Annapolis Investments Limited as to a 25% interest, Evandon Exploration & Holdings Limited as to a 10 5/6% interest, Consolidated Mogul Mines Limited as to a 10 5/6% interest and Trove Holdings Limited as to a 3 1/3% interest, the underwriter agreed to purchase, subject to the acceptance for filing of the within filing statement, 200,000 shares of the capital stock of the Company at a price of 15 cents per share, and in consideration of such purchase was granted option to purchase a further 800,000 shares of the Company exercisable as to 200,000 shares at 15 cents per share within three months, as to 200,000 shares at 20 cents per share within six months, as to 200,000 shares at 25 cents per share within nine months and as to 200,000 shares at 30 cents per share within twelve months. |
| 7. Names and addresses of persons having any interest, direct or indirect in underwritten or optioned shares or other securities or assignments, present or proposed, and, if any assignment is contemplated, particulars thereof. | R.C.C.Henson, 17 Chestnut Park Road, Toronto, George E.Kennedy, 22 Bessborough Dr. Toronto, L.M.Collins, Boynton Beach, Florida, R.W. Burt, 7 McLennan Ave., Toronto and G.H.Wastle, 34 Morewood Cres., are the only persons holding a greater than 5% interest in Inter-Commonwealth Industries Ltd., Evan Thomas Donaldson, 224 St. George St. Toronto is the only person holding a greater than 5% interest in Evandon Exploration & Holdings Ltd. Willard Meredith Gordon, 346 Riverview Dr., Toronto is the only person holding a greater than 5% interest in Trove Holdings Ltd. George D.Clarke, 20 Burnhamthorpe Park, Islington, is the only person holding a greater than 5% interest in Annapolis Investments Ltd. Consolidated Mogul Mines Limited is a public Company listed on the Toronto Stock Exchange and the Company is unaware as to the names of the persons holding a greater than 5% interest therein. Messrs. Henson, Donaldson, Clarke and Kennedy are also directors of the Company. |
| 8. Any payments in cash or securities of the company made or to be made to a promoter or finder in connection with a proposed underwriting or property acquisition. | There are no payments in cash or securities of the Company made or to be made to a promoter or finder in connection with the Underwriting and Option Agreement referred to in paragraph 6 hereof. |
| 9. Brief statement of company's future development plans, including proposed expenditure of proceeds of sale of treasury shares, if any. | Proceeds of this underwriting will be used to retire loans in the amount of \$ 20,000.00 and the balance will be used to increase working capital. If any of the options are exercised these funds will be used for continued exploration of Henry Clay Mines Inc. in New Mexico. |

FINANCIAL STATEMENTS

WERNER LAKE NICKEL MINES LIMITED

BALANCE SHEET

AS AT DECEMBER 31ST, 1962.

Approved on behalf of
the Board

| ASSETS | | |
|--|------------------|---------------------|
| <hr/> | | |
| Current Assets | | |
| Cash | | \$ 1951.47 |
| Accounts Receivable | | 132.97 |
| Total Current Assets | | <u>2084.44</u> |
| Investment in Subsidiary | | |
| Shares - at cost | \$489766.00 | |
| Note receivable- at cost | 59173.81 | |
| Advances | <u>114848.92</u> | 663788.73 |
| Mining Claims- at cost | | |
| 16 Patented claims in the Red Lake Mining Division acquired for a consideration of 900,000 shares of capital stock at a value of 10¢ per share | | 90000.00 |
| Exploration, Development and Administrative Expenses | | 80710.38 |
| Incorporation Expense | | <u>2151.70</u> |
| | | <u>\$ 838735.25</u> |

LIABILITIES

| | | |
|---|-----------------------|----------------------------------|
| Current Liabilities | | |
| Accounts payable and accrued expense | | \$ 7549.09 |
| Loans payable | | <u>25675.00</u> |
| Total Current Liabilities | | 33224.09 |
| Shareholders' Equity - | | |
| Capital Stock | | |
| Authorized - 7,500,000 shares, par value \$1.00 per share | | |
| Issued and fully paid - | | |
| | For Mining Properties | For Cash and Other Consideration |
| 4751672 shares | \$900000.00 | 3851672.00 |
| Less-Discount | 810000.00 | 2923167.00 |
| Total | | 818505.00 |
| Less- Loss on abandoned claims | | <u>12993.84</u> |
| | | <u>805511.16</u> |
| | | <u>\$838735.25</u> |

HENRY CLAY MINES INC.

STATEMENT OF ASSETS AND LIABILITIES AS AT DECEMBER 31ST, 1962

ASSETS

| | | |
|---------------------------|----|-----------------|
| Cash on Hand and In Banks | \$ | 1145.87 |
| Deposits- | | 358.04 |
| Accounts Receivable | | 2830.27 |
| Inventory- Supplies | | 8956.39 |
| Total Current Assets | | <u>13290.57</u> |

Mines and Mining Claims

| | | |
|-----------------------|----|----------------|
| Buildings & Equipment | \$ | 23134.64 |
| Less: Depreciation | | <u>2185.32</u> |
| | | 20949.32 |

| | | |
|--|--|-----------|
| Mining Claims-Virginia Mining District, 14 Patented and 19 unpatented. | | 662327.49 |
|--|--|-----------|

| | | |
|---------------------------|--|---------|
| Deferred Mine Development | | 2077.32 |
|---------------------------|--|---------|

LIABILITIES

| | | |
|--|----|---------------|
| Production Loan | \$ | 6263.72 |
| Accounts Payable and Accrued Expenses | | 11629.97 |
| Federal and State Income and Social Securities Taxes | | <u>579.61</u> |
| Total Current Liabilities | | 18473.30 |

| | | |
|--|--|-----------|
| Mortgages Payable- Due June 28th, 1963 | | 5000.00 |
| Office of Mineral Exploration | | 824.00 |
| Notes Payable | | 174347.40 |

Shareholders' Equity

| | | |
|--|--|-----------|
| Capital Stock - 1,000,000 shares par value 50¢ | | |
| Authorized and Issued | | 500000.00 |

| | | | |
|----|------------------|----|------------------|
| \$ | <u>698644.70</u> | \$ | <u>698644.70</u> |
|----|------------------|----|------------------|

Approved on behalf of the Board.

George Clarke

G. E. Kennedy

WERNER LAKE NICKEL MINES LIMITED

STATEMENT OF EXPLORATION, DEVELOPMENT AND ADMINISTRATIVE EXPENSES

FOR THE YEAR ENDED DECEMBER 31, 1962

Expenditures

| | |
|--|---------------|
| Office, accounting supplies, printing etc. | \$ 122.88 ✓ |
| Licenses and fees | 2318.07 ✓ |
| Interest Earned | Cr. 1938.99 ✓ |
| Engineering and Geology | 3000.00 ✓ |
| Meetings and reports | 346.58 ✓ |
| Transfer agents' fees | 416.94 ✓ |

4265.48

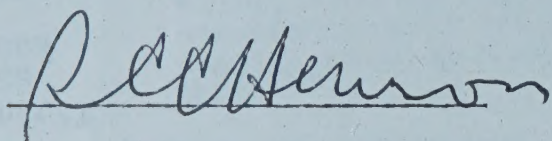
76444.90

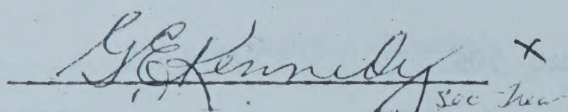
Add- Balance January 1, 1962

Balance December 31, 1962

\$ 80710.38

Approved on behalf of the Board.



 x
Sec. Treas.

WERNER LAKE NICKEL MINES LIMITED
STATEMENT OF SOURCE AND APPLICATION OF FUNDS
FOR THE PERIOD JAN. 1ST TO DECEMBER 31ST, 1962

SOURCE

| | |
|-------------------------|---------------|
| Cash in Bank Jan. 1/62 | \$ 17,567.72 |
| Sale of Treasury Shares | 70,000.00 |
| Loans to Company | 25,675.00 |
| Sale of Investment | 7,022.81 |
| | \$ 120,265.53 |

APPLICATION

| | |
|--|----------------|
| Cash in Bank December 31/62 | 1,951.47 |
| Canadian Expenses (as per statement) | 4,265.48 |
| Transferred to Henry Clay Mines Inc. | 90,000.00 U.S. |
| Henry Clay Mines Inc. expenses paid by Werner Lake Nickel Mines Limited (includes U.S. Exchange \$ 7181.04) | 17,791.58 |
| Payment on Henry Clay Mines Inc. mortgage | 5,000.00 U.S. |
| Paid on Accounts Payable | 1,257.00 |
| | \$ 120,265.53 |

HENRY CLAY MINES INC.

STATEMENT OF MINE DEVELOPMENT FOR THE YEAR ENDED DECEMBER 31ST, 1962.

| | | |
|---|-------------|---------------------|
| Ore Sales and Royalty Income | | \$ 22,206.83 |
| Less: Expenses | | |
| Mine Labor and Mine Administrative Salaries | \$ 74023.72 | |
| Engineering and Geology | 2701.71 | |
| Mine Supplies | 19743.43 | |
| Explosives | 2409.73 | |
| Electric Power | 3489.72 | |
| Truck & Auto Expenses | 37.60 | |
| Insurance | 1722.57 | |
| Taxes- Payroll | 592.45 | |
| - Other | 1984.70 | |
| Rents & Rentals | 1036.61 | |
| Freight | 437.34 | |
| Office Expense | 1632.32 | |
| Telephone & Telegraph | 847.83 | |
| Legal, Audit And Accounting | 4394.64 | |
| Travel | 4776.08 | |
| Interest | 1375.51 | |
| Office of Mineral Exploration-Royalty | 2163.61 | |
| U.S. Exchange | 7181.04 | |
| Miscellaneous | 912.66 | <u>131463.27</u> |
| Transferred to Mine and Mining Claims | | \$ <u>109256.44</u> |

Approved on behalf of the Board.

George Clarke

G. Kennedy

HENRY CLAY MINES INC.

STATEMENT OF SOURCE AND APPLICATION OF FUNDS
FOR THE PERIOD JAN.1ST TO DECEMBER 31ST, 1962

SOURCE

| | |
|---|----------------------|
| Cash in Bank Jan.1st, 1962 | \$ 1,563.90 |
| Production Loan | 6,263.72 |
| Collected on Accounts Receivable | 692.16 |
| Transferred from Werner Lake Nickel Mines Ltd. | 90,000.00 |
| Expenses paid by Werner Lake Nickel Mines Ltd. | 17,791.58 |
| Mortgage payment paid by Werner Lake Nickel Mines Limited | 5,000.00 |
| Ore Sales and Royalty Payments | 22,206.83 |
| | \$ <u>143,518.19</u> |

APPLICATION

| | |
|----------------------------------|----------------------|
| Cash in Bank December 31st, 1962 | 1,145.87 |
| Expenses (as per statement) | 131,463.27 |
| Mortgage payments | 10,000.00 |
| Paid on Accounts payable | 909.05 |
| | \$ <u>143,518.19</u> |

| | |
|--|---|
| 10. Brief statement of company's chief development work during past year. | In August 1962 Company cancelled contract with independent mining contractor and commenced operations on own account including leasing of adjoining property. Shipments to the smelter commenced on November 1st and a rate of 5000 tons a month was reached in late December. Development of the mine continues satisfactorily with ore reserves being increased. |
| 11. Names and addresses of vendors of any property or other assets intended to be purchased by the company showing the consideration to be paid. | The Company has no present intention of purchasing any property or other assets. |
| 12. Names and addresses of persons who have received or will receive a greater than 5% interest in the shares or other consideration to be received by the vendor. If the vendor is a limited company, the names and addresses of persons having a greater than 5% interest in the vendor company. | Not applicable |
| 13. Number of shares held in escrow or in pool and a brief statement of the terms of escrow or the pooling agreement. | 810,000 shares are held in escrow subject to release only on the consent of the Ontario Securities Commission and the Board of Directors of the Company and subject to transfer or other alienation within escrow only with the consent of the Ontario Securities Commission. |
| 14. Names and addresses of owners of more than a 5% interest in escrowed shares and their shareholdings (If shares are registered in the names of nominees or in street names, give names of beneficial owners, if possible.) | <p>S.J. Brooks & Co. 185 Bay St. Toronto 503,450 shares</p> <p>K.J. Donaldson In Tr 15 Linden St. Toronto 50,000 "</p> <p>R.C.C. Henson 17 Chestnut Park, Toronto 51,638 "</p> <p>Consolidated Mogul Mines Ltd., 25 Adelaide St. W. Toronto 50,000 "</p> <p>Shares registered in name of S.J. Brooks & Co. are owned by George D. Clarke as to 467,000 shares and B.J. McKinnon In Trust as to 36,450 shares. Other shares are beneficially owned.</p> |
| 15. Names, addresses and shareholdings of five largest registered shareholders and if shareholdings are pooled or escrowed, so stating. If shares are registered in names of nominees or in street names, give names of beneficial owners, if possible, and if names are not those of beneficial owners, so state. | <p>S.J. Brooks & Co. 185 Bay St., Toronto, Ont. 1,878,200 shares (503,450 Escrowed shares)</p> <p>Draper Dobie & Co. 25 Adelaide St. W., Toronto, Ont. 284,300 shares</p> <p>Doherty Roadhouse & Co., 335 Bay Street Toronto, Ont. 238,350 shares</p> <p>Doherty Roadhouse & McCuaig Bros. 335 Bay St., Toronto, Ont. 105,000 shares</p> <p>James Richardson & Sons, 173 Portage Ave. E., Winnipeg, Man. 147,700 shares</p> <p>The Company has no knowledge of the beneficial ownership of the shareholdings listed above except that it has been advised by S.J. Brooks & Co., that of the shares registered in their name, the following are beneficially held for the undernoted clients:</p> <p>George D. Clarke 467,000 escrowed shares</p> <p>B.J. McKinnon In Trust 36,450 " "</p> |
| 16. Names, and addresses of persons whose shareholdings are large enough to materially affect control of the company. | No person has shareholdings large enough to materially affect control of the Company, however the present management may be in a position to materially affect control of the Company if it is able to obtain proxies from the 5 largest shareholders of the Company referred to in 'B'. |
| 17. If assets include investments in the shares or other securities of other companies, give an itemized statement thereof showing cost or book value and present market value. | The Company owns 999,995 shares of 1,000,000 issued of the capital stock of Henry Clay Mines Inc. incorporated under the laws of the State of New Mexico to hold ownership of the Company's properties in that State. There is no current market on the stock. The stock was transferred to the Company at 50¢ a share. |
| 18. Brief statement of any lawsuits pending or in process against company or its properties. | None |
| 19. The dates of and parties to and the general nature of every material contract entered into by the company which is still in effect and is not disclosed in the foregoing. | None |
| 20. Statement of any other material facts and if none, so state. Also state whether any shares of the company are in the course of primary distribution to the public. | There are no other material facts not disclosed in the foregoing, however reference is made to previous filing statements No. 459,556 and 481 with respect to further information concerning the Company. Underwriting and Option Agreement referred to in paragraph 6 hereof becoming effective the shares of the Company will then be in the course of primary distribution to the public. |

CERTIFICATE OF THE COMPANY

DATED January 22nd, 1963

The foregoing, together with the financial information and other reports where required, constitutes full, true and plain disclosure of all material facts in respect of the matters referred to in Item 1 above and in respect of the company's affairs and there is no further material information applicable. (To be signed by two principal signing officers who are directors and the corporate seal to be affixed.)

WERNER LAKE NICKEL MINES LIMITED
 "R.C.C. Henson" *R.C.C. Henson* CORPORATE SEAL
 "G.E. Kennedy" *G.E. Kennedy* X

CERTIFICATE OF UNDERWRITER OR OPTIONEE

To the best of my knowledge, information and belief, the foregoing, together with the financial information and the reports where required, constitutes full, true and plain disclosure of all material facts in respect of the matters referred to in Item 1 above in respect of the company's affairs. Concerning matters which are not within my knowledge, I have relied upon the accuracy and adequacy of the information supplied to me by the company. (To be signed by underwriter, or optionee registered with the Ontario Securities Commission or a corresponding body.)

"E.E. Lewis"

"S.J. Brooks"

S.J. BROOKS & CO.